

150569

BIG RIVER ZINC CORPORATION

ROUTE 3 & MONSANTO AVENUE
SAUGET, ILLINOIS 62201

June 6, 1997

TEL: 618-274-5000

FAX: 618-274-4444

RECEIVED
JUN 11 1997

SUPERFUND PROGRAM
MANAGEMENT BRANCH

Mr. Carlton D. Cuffman
ATTN: SM-5J
U. S. Environmental Protection Agency
77 West Jackson Boulevard
Chicago, Illinois 60604-3590

Re: Request for Information Pursuant to Section 104(e) of CERCLA
for the Sauget Areas I and II Pre-National Priorities List
Superfund Sites in Sauget/Cahokia, Illinois

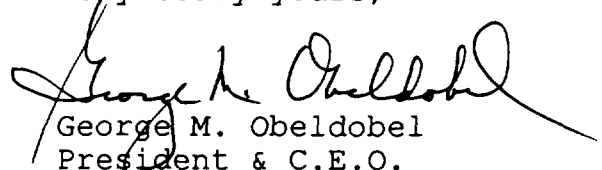
Dear Mr. Cuffman:

I have received your letter dated May 13, 1997, concerning your Request for Information. I have reviewed it and believe it was mailed to the wrong party, because the relevant period appears to be between 1950 and 1985. The present Big River Zinc Corporation was not incorporated during that time, does not nor did it ever own any of the real estate you are investigating, nor has Big River Zinc Corporation sent anything for disposal in these areas.

I indicated "(t)he present Big River Zinc Corporation" to avoid confusion because of a change in ownership and corporate names. Korea Zinc Company (USA), Inc. was incorporated on July 7, 1995, in Delaware. Korea Zinc Company (USA), Inc. purchased the assets of the former "Big River Zinc Corporation" effective April 8, 1996. It subsequently changed its name in order to allow Korea Zinc Company (USA), Inc. to change its name to "Big River Zinc Corporation." Korea Zinc Company (USA), Inc.'s name change was recorded by the Office of the Secretary of State of Delaware on April 12, 1996. I have enclosed copies of the Certificate of Incorporation and Certificate of Amendment of Certificate of Incorporation for your information.

If you have any questions concerning this, please contact me.

Very truly yours,


George M. Obeldobel
President & C.E.O.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KOREA ZINC COMPANY (USA), INC.", CHANGING ITS NAME FROM "KOREA ZINC COMPANY (USA), INC." TO "BIG RIVER ZINC CORPORATION", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2522757 8100

AUTHENTICATION: 7905071

960102661

DATE: 04-12-96

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KOREA ZINC COMPANY (USA), INC.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is KOREA ZINC COMPANY (USA), INC.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:


Paragraph FIRST of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read, in its entirety, as follows:

FIRST: The name of the corporation is: Big River Zinc Corporation.

THIRD: The written amendment effected herein was authorized by the written consent, setting forth the action so taken, of the sole shareholder of all of the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 1st day of April, 1996.

KZ AMERICA, INC.

By: 
Name: Chang Gurl Choi
Title: President and Chief
Executive Officer

ATTESTED AND ACKNOWLEDGED:


Name: Yong Duk Kim
Title: Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "KOREA ZINC COMPANY (USA), INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JULY, A.D. 1995, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2522757 8100

950152590

AUTHENTICATION: 7568033

DATE: 07-10-95

CERTIFICATE OF INCORPORATION

OF

KOREA ZINC COMPANY (USA), INC.

FIRST. The name of the Corporation is KOREA ZINC COMPANY (USA), INC.

SECOND. The address of the Corporation's registered office in the State of Delaware is 32 Loockerman Square in the City of Dover, County of Kent. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is 3,000 shares of common stock of the par value of \$.01 per share, all of the same class.

FIFTH. The name and mailing address of the incorporator is Robert K. Kane, Esq., Proskauer Rose Goetz & Mendelsohn LLP, 1585 Broadway, New York, New York 10036.

SIXTH. Election of directors need not be by written ballot.

SEVENTH. The Board of Directors is authorized to adopt, amend, or repeal By-Laws of the Corporation except as and to the extent provided in the By-Laws.

EIGHTH. Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, incorporator, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the Corporation to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article EIGHTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article EIGHTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of

the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

NINTH. No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision does not eliminate the liability of the director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code, or (iv) for any transaction from which the director derived an improper personal benefit. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, counsel fees and disbursements). Each person who serves as a director of the Corporation while this Article NINTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article NINTH, and neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article NINTH, shall apply to or have any effect on the liability or alleged liability of any director or the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article NINTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of

directors of the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

TENTH. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, I have made, signed, and sealed this
Certificate of Incorporation this 7th day of July, 1995.


Robert K. Kane, Incorporator

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KOREA ZINC COMPANY (USA), INC.**

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is KOREA ZINC COMPANY (USA), INC.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

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FIRST: The name of the corporation is: Big River Zinc Corporation.

THIRD: The written amendment effected herein was authorized by the written consent, setting forth the action so taken, of the sole shareholder of all of the outstanding shares entitled to vote thereon pursuant to Sections 228 and 242 of the General Corporation Law of the State of Delaware.


IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this day of April, 1996.

KZ AMERICA, INC.

By: 

Name: Chang Gurl Choi
Title: President and Chief
Executive Officer

ATTESTED AND ACKNOWLEDGED:


Name: Yong Duk Kim
Title: Secretary